



CONSTITUTION OF THE VOLKSWAGEN CLUB OF WESTERN AUSTRALIA (Inc.)

1. NAME

The club shall be called the “Volkswagen Club of Western Australia”.

2. OBJECTS

To provide for the association of persons owning, restoring, preserving or interested in Volkswagen motor vehicles; to organise and run sporting, technical and social activities for those persons and to do all these things, own such property and hold such monies as is necessary to facilitate and promote the attainment of those objects.

3. DEFINITIONS

In the interpretation of this constitution the following words shall have the following meanings:

“the club” means the Volkswagen Club of Western Australia;

“member” means a member of the club as set out in Clause 4 and includes, unless expressly excluded, an honorary member and “members” shall have a corresponding meaning;

“committee” shall mean that body of persons who are for the time being bearing the offices set out in Clause 8(b) hereof.

“by the club” shall mean where used in relation to any act done or omitted to be done, or decision made or to be made that the decision to do or omit the act or make the decision shall have been or shall be made by resolution of the members at a general meeting as set out herein;

“committee member” shall mean a person who bears one or more of the offices set out in Clause 8(b) hereof.

“the Act” shall mean the Associations Incorporation Act 1987.

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4. MEMBERSHIP

- (a) The members shall consist of:
 - (i) all those persons who on the date of incorporation of the club were members and who remain, for the time being, members;
 - (ii) all persons who become ordinary members by the procedure described herein;
 - (iii) all those persons who are for the time being honorary members; and
 - (iv) all persons who become corporate members by the method described herein; and
 - (v) all persons who become event members by the procedure described herein.
- (b) Any natural person who owns or is interested in Volkswagen motor vehicles, regardless of sex, age or nationality, but so long as he or she is domiciled in Western Australia, is eligible for ordinary membership in the club.
- (c) Any person referred to in paragraph (b) hereof may apply for ordinary or event membership of the club by :
 - (i) signing and submitting an application in writing to the Secretary; and
 - (ii) paying to the Secretary the nomination fee determined by the committee for the time being.
- (c-1) Any person referred to in paragraph (b) hereof may, upon receipt of a written invitation from the Club, apply for corporate membership of the Club by;
 - (i) signing and submitting an application in writing to the Secretary; and
 - (ii) paying to the Secretary the nomination fee determined by the committee for the time being.
- (d) The committee shall consider an application for membership and may, subject to this Constitution, accept the application.
- (e) Upon acceptance of an application as aforesaid and upon the applicant paying the appropriate subscription fee, he or she shall become an ordinary member of the club for the year in which he or she has joined and the Secretary shall thereupon issue him or her with a membership card.
- (f) Paragraphs (b), (c), (d) and (e) hereof do not apply to honorary members.

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- Honorary Member (f-1) Paragraphs (d) and (e) hereof do not apply to event members.
- (g) Any person or ordinary member who has rendered such services to the club which entitles him or her to distinction may be admitted to the club, on the recommendation of the committee as an honorary member for life, or for such period as the committee shall prescribe.
- Upon his or her admission as aforesaid, the Secretary shall issue an honorary member with a membership card.
- (h) Every member, except an honorary or event member, shall pay to the Treasurer on or after the first day of the club's fiscal year, his or her annual subscription fee and the Secretary shall thereupon issue such member with a membership card for that year.
- (i) The Secretary shall keep or cause to be kept a register of members and shall record therein the name and address of every member and the date of payment of his or her annual subscription fee if applicable.
- (j) A person shall cease to be a member of the club:
- (i) on the date of expiration of his or her honorary or event membership; or
 - (ii) if he or she fails to pay his or her annual subscription fee prior to the first day of the fourth month of the club's fiscal year, provided that no person shall cease to be a member pursuant to this paragraph unless the Secretary has sent to his or her last known address notice in writing of the proposed cessation of his or her membership and he or she has failed within one calendar month of the date of that notice to pay his or her annual subscription, and subject to paragraph 4(k) and (l) hereof;
 - (iii) if he or she conducts himself or herself in a manner which in the opinion of the committee is prejudicial to the good order and conduct of the club and the committee resolves to cancel his or her membership.
- (k) The committee shall upon cancelling a membership pursuant to clause 4 (j) notify the said member, in writing, of its decision and reasons therefore and of his or her right of appeal.
- (l) Any person whose membership has been cancelled pursuant to clause 4 (j) may appeal against the committee's decision to the club and may require the committee to call a special general meeting within two months of the date of cancellation for that purpose.
- (m) At the special general meeting called for the purpose, the club shall hear and determine the appeal by resolution pursuant to clause 7 (b).

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5. MEETINGS

(a) The club shall hold a meeting for members once every month on a regular day, time and place which shall be notified to members at the Annual General Meeting.

PROVIDED THAT if the committee shall alter the day, time or place of the meeting for a given month, it shall give not less than seven (7) days notice to each of the members of the alteration.

General Meeting (b) The club shall hold a general meeting in December, March and June of every calendar year which meeting may at the discretion of the committee be held in conjunction with any aforesaid monthly meeting.

Annual General Meeting (c) The club shall hold an Annual General Meeting in September of every calendar year, which meeting may at the discretion of the committee be held in conjunction with any aforesaid monthly meeting.

Special General Meeting (d) A Special General Meeting may be called by the committee for the consideration of special business and may be held in conjunction with any monthly meeting, General Meeting or the Annual General Meeting as aforesaid provided that the committee shall call a Special General Meeting within fourteen (14) days of being required to do so by notice in writing signed by not less than twenty (20) per cent of the members, which notice shall state the purpose for which the meeting is to be held.

Chairman (e) The President shall be the chairman at all general meetings and committee meetings of the club and in his absence the Vice President shall act as chairman. If neither the President nor Vice President are present within twenty (20) minutes of the time set for the meeting to commence, the members then shall elect a Chairman for that meeting.

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6. NOTICE

(a) Any member who desires to place a motion before any general meeting or the Annual General Meeting shall give the committee notice in writing of the motion not less than thirty (30) days prior to the first day of the month in which the meeting is to be held.

(b) The committee shall not less than twenty one (21) days prior to the date of a general meeting, or the Annual General Meeting give notice in writing to each member:

(i) of the date, time and place of the meeting.

(ii) of every motion to be placed before the members at the meeting for resolution by them; and

(iii) that he or she may vote on each of the motions by either attending the meeting in person, or if he or she is unable to do so by phoning or posting his or her vote to the Vice President to be received by him or her not less than seventy two (72) hours prior to the commencement of the meeting.

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7. RESOLUTIONS

- (a) Subject to paragraph (d) hereof, every member shall be entitled to one vote on every motion placed before the club at a general meeting of the club (which term shall in this clause include general meetings, special general meetings and Annual General Meetings).
- Quorum (b) Subject to paragraph (c) hereof and to clause 10 (a), where not less than fifteen per cent (15%) of the members or twelve members, whichever is the lesser are personally present at any general meeting and where not less than twenty five per cent (25%) of the members or fifteen members, whichever is the lesser vote either personally or by post or by telephone (as set out in clause 6 (b) (iii) hereof), and where at least fifty per cent (50%) of those members voting vote for a motion, that motion shall be deemed to have been carried and the Secretary shall record that the club has resolved to adopt the motion. Where less than fifty per cent (50%) of the members voting as aforesaid vote in favour of the motion, the Secretary shall record that the club has resolved to reject the motion.
- Constitution (c) Where a motion is before the club at a general meeting to Amendments amend or repeal this Constitution, that motion shall not be carried unless not less than thirty per cent (30%) of the members vote thereon and of them not less than seventy five per cent (75%) vote in favour of the motion.
- Dissolution (d) Where a motion is before the club at a general meeting to dissolve the club, that motion shall not be carried unless not less than sixty per cent (60%) of the members vote thereon and of them not less than seventy five per cent (75%) vote in favour of the motion.
- Voting Rights (e) No member shall be entitled to vote on any motion, or elect any office bearer, or be reckoned in quorum if his or her subscription is more than three (3) months overdue.

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8. MANAGEMENT

- (a) Subject to this constitution and to any resolution made from time to time by the club the control and management of the club shall be in the committee.
- Committee Members (b) The committee shall comprise the persons for the time holding the offices of President, Vice President, Treasurer, Secretary, Editor, Sports Organiser, Social Secretary, Publicity Officer and Property Officer.
- (c) The Secretary shall call a meeting of the committee when directed to do so by the President or by four (4) committee members.
- Duties (d) The committee shall carry out such duties as are necessary for the proper management of the club and such other duties as are from time to time required by resolution of the club.
- (e) (i) The club may resolve at any meeting to form such sub-committees as is necessary or desirable.
- (ii) Any such sub-committee shall be under the control and direction of the committee.
- (f) (i) If a committee member ceases to be a member or to hold the office to which he or she was elected he or she shall automatically cease to be a committee member from the date of cessation of membership or bearing office as the case may be.
- (ii) A committee member may resign from the office to which he or she was elected by giving thirty (30) days notice to the committee of his or her intention to do so, save that such notice may at the discretion of the committee, be dispensed with.
- (iii) If an office bearer does not attend three (3) consecutive meetings, except through illness or critical personal reasons, his or her office, at the discretion of the committee, shall be terminated.
- (iv) A vacancy in the committee caused by the aforesaid shall be filled by the club.
- (v) The office of any office bearer may be terminated by the club, on the recommendation of the committee.
- (g) The Secretary shall keep written records of the minutes of every meeting held, such minutes being an accurate record of all decisions made.

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9. FINANCE AND PROPERTY

(a) The income and property of the club shall be applied, solely towards the promotion of the objects of the club. No portion of the income or property shall be paid, transferred or distributed directly or indirectly to the members of the club, provided that nothing shall prevent the payment in good faith of any remuneration to any officer or employee of the club or to any person other than a member, in return for services rendered to the club.

(b) The committee shall have power to acquire and dispose of money and other property held by the club as it is from time to time directed to do by the club. For the purposes of this paragraph the committee may make such recommendations to the members as appear to it from time to time desirable.

(c) The Treasurer shall keep true and correct accounts of all sums of money received and expended by the club or the members of the club as the case may be and shall issue receipts for all moneys received.

(d) The Treasurer shall pay within seven (7) days of receipt of all such moneys to the account referred to herein, save that he or she shall be permitted to keep an amount of cash in hand not exceeding one hundred dollars (\$100.00) for the payment of proper club expenses.

(e) A cheque account and any other accounts considered by the Treasurer to be desirable shall be kept with any financial institution and any withdrawal of money shall be attested by two (2) office bearers who shall be any two of the President, Secretary and/or Treasurer.

Financial Year (f) The financial year of the club shall end on the last day of June of each year. The Treasurer shall present to each general meeting of the club, a statement of accounts as at the end of the preceding month. At the Annual General Meeting the Treasurer shall present a summary and report of the accounts for the year, showing clearly the nett surplus or deficit and the financial position of the club.

(g) The books and accounts of the club shall be audited by a responsible person, nominated and elected by the club at a general meeting.

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10. ANNUAL GENERAL MEETING

(a) In addition to those matters set out elsewhere herein and to any motions on notice before the club, the club shall at the Annual General Meeting:

(i) Elect persons to the offices set out in clause 8(b) hereof.

A. Every member personally present shall be entitled to one vote and voting shall be by secret ballot.

B. No person shall be elected to an office unless not less than twenty percent (20%) of the members vote.

C. The person receiving the most votes for an office shall be elected to that office.

D. Each person so elected by the club shall hold office until the Annual General Meeting next following or (if sooner) until his or her office otherwise terminates.

(ii) By resolution prescribed:

A. The subscription fee for the year following the Annual General Meeting; and

B. The form of the Membership Card.

11. BYLAWS.

The committee has power from time to time to make, repeal and amend all such Bylaws not consistent with this Constitution as they shall think expedient for the internal management and well-being of the club. A breach of such Bylaws may be cause for expulsion of a member on the grounds set out in the clause 4(k) (iii) of the Constitution.

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12. PERIODICAL.

Members will receive a periodical to be known as “Via West”. Issues will be made monthly and copies posted to ordinary, corporate and honorary Members or Contributors regularly. The price per issue shall be determined by the committee from time to time; to be included in the Annual subscription or contributions.

13. DISSOLUTION.

(a) The club may be dissolved or wound up by the club at any General Meeting or at a special General Meeting called for such purpose by resolution as set out in Clause 7(d) hereof.

(b) If upon the dissolution or winding up of the club there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to, transferred or distributed amongst the members of the club. It shall be given to some other association incorporated under the Act, having objects similar wholly or in part to the objects of the club, provided that the association shall prohibit the distribution of its income and property amongst its members; or it shall be paid to or transferred to some charitable organisations; which association or object shall be determined by the club at or before the time of dissolution or winding up. In default of any such resolution such payment, transfer or distribution shall be determined by a Judge of the District Court.

14. COMMON SEAL.

(a) The common seal of the club shall be broken and inscribed with the Wolfsburg Crest and the name of the club.

(b) The common seal of the club shall be kept in the care of the Secretary. The seal shall not be used or affixed to any deed or other document except pursuant to the resolution of the Committee and in the presence of the Secretary and two members of the Committee, both of whom shall subscribe their names as witnesses.

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15. ASSOCIATION. INCORPORATION ACT 1987

The committee shall do or cause to be done, filed or lodged, all such things as are necessary to enable the club to comply with the provisions of the Act and shall not do or cause to be done any act which fails to comply with them.

16. AMENDMENTS

(a) The club may amend this constitution by resolution as set out in Clause 7(c) hereof.

(b) The members shall not make resolutions to change this constitution, make or amend any Bylaws, or cause to do or admit to be done any act whatsoever where such resolution shall cause non-compliance with the Associations Incorporation Act 1987.

PERTH

April 1987

As amended 8 March 1993

As amended September 2001

As amended September 2002

